

AMARIN CORP PLC\UK

Reported by
THERO JOHN F

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/02/17 for the Period Ending 01/31/17

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
THERO JOHN F		AMARIN CORP PLC\UK [AMRN]		<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) President and CEO	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O AMARIN PHARMA, INC., 1430 ROUTE 206		1/31/2017			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
BEDMINSTER, NJ 07921				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares (1)	1/31/2017		M		169500 (2)	A	(3)	911417	D	
Ordinary Shares (1)	1/31/2017		M		260000 (4)	A	(3)	1171417	D	
Ordinary Shares (1)	1/31/2017		M		120000 (5)	A	(3)	1291417	D	
Ordinary Shares (1)	1/31/2017		F (6)		231718	D	\$2.97	1059699	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units (7)	\$0.00	1/31/2017		M		169500		(2)	(3)	Ordinary Shares (1)	169500	\$0.00	0	D	
Restricted Stock Units (7)	\$0.00	1/31/2017		M		260000		(4)	(3)	Ordinary Shares (1)	260000	\$0.00	260000	D	
Restricted Stock Units (7)	\$0.00	1/31/2017		M		120000		(5)	(3)	Ordinary Shares (1)	120000	\$0.00	240000	D	
Stock Option (right to buy)	\$2.95	2/1/2017		A		550000		(8)	1/31/2027	Ordinary Shares (1)	550000	\$2.95	550000	D	

Explanation of Responses:

- (1) The Ordinary Shares may be represented by American Depositary Shares, each of which currently represents one Ordinary Share.
- (2) On January 8, 2014, the Reporting Person was granted 508,500 restricted stock units ("RSUs") under the Amarin Corporation plc 2011 Stock Incentive Plan. These RSUs vest in three equal installments on each of January 31, 2015, January 31, 2016 and January 31, 2017. The third and final vesting event occurred on January 31, 2017.
- (3) Not applicable.
- (4) On February 2, 2015, the Reporting Person was granted 780,000 RSUs under the Amarin Corporation plc 2011 Stock Incentive Plan. These RSUs vest in three equal installments on each of January 31, 2016, January 31, 2017 and January 31, 2018. The second vesting event occurred on January 31, 2017.
- (5) On February 1, 2016, the Reporting Person was granted 360,000 RSUs under the Amarin Corporation plc 2011 Stock Incentive Plan. These RSUs vest in three equal installments on each of January 31, 2017, January 31, 2018 and January 31, 2019. The first vesting event occurred on January 31, 2017.
- () Represents withholding by the Issuer of shares in respect of tax liability incident to the vesting of a security issued in accordance with Rule 16b-3, and not a

- 6) market sale of securities.
- 7) Each RSU represents a contingent right to receive one Ordinary Share or cash in lieu thereof at the Issuer's discretion.
- 8) On February 1, 2017, the Reporting Person was granted an option to purchase 550,000 Ordinary Shares under the Amarin Corporation plc 2011 Stock Incentive Plan. The shares subject to this option shall vest and become exercisable in 48 equal monthly installments on the last day of each month starting on February 28, 2017.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THERO JOHN F C/O AMARIN PHARMA, INC. 1430 ROUTE 206 BEDMINSTER, NJ 07921	X		President and CEO	

Signatures

/s/ John F. Thero

2/2/2017

**Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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